

VENABLE, BAETJER, HOWARD & CIVILETTI

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

BALTIMORE, MD
MCLEAN, VA
ROCKVILLE, MD
TOWSON, MD
BEL AIR, MD

SUITE 1000
1201 NEW YORK AVENUE, N.W.
WASHINGTON, D. C. 20005-3917

(202) 962-4800

FAX (202) 962-8333

RICHARD M. VENABLE (1839-1910)
EDWIN G. BAETJER (1888-1945)
CHARLES MCH. HOWARD (1870-1942)

WRITER'S DIRECT NUMBER IS

(202) 962-4857

THOMAS J. COOPER

May 15, 1991

BY MESSENGER

Mr. Tadeusz Lipien
Chief Polish Service
European Division
Voice of America
Wilbur J. Cohen Building
330 Independence Avenue, S.W.
Washington, D.C. 20547

Dear Mr. Lipien:


This letter is a follow-up to our conversation on Monday, May 6, 1991 regarding The Union of Employee Ownership ("Unia") and its president, Jacek Lipinski. This firm represents Unia and advises it on strategies for privatization and in negotiations with potential U.S. investors.

As I indicated to you on the phone, Mr. Lipinski will be in Washington later this month. I have attached a memorandum and other material which describes Unia, its role in the privatization process and its members. I think that when you review this material you will agree that Unia and the challenges that it will face as it implements its charter, offer a most interesting perspective on the remaking of the Polish economy.

I will provide you with additional information on Mr. Lipinski's schedule when it is available.

Please call me if you wish to discuss this matter in greater detail.

Very truly yours,


Thomas J. Cooper

Enclosure

THE UNION OF EMPLOYEE OWNERSHIP

The Union of Employee Ownership ("Unia") was organized by Solidarity in Warsaw on September 21, 1990 as a "Chamber of Commerce" under Polish law. Unia's membership consists of some 135 major companies in Poland operating in such industries as plywood manufacturing, copper mining and foundry operations, automobile and truck manufacturing, mining machinery manufacturing, paper milling, publishing, and steel and aircraft production. The member companies of Unia employ more than 350,000 workers. (A list of Unia's membership is attached to this memorandum.)

Unia was formed by Solidarity to facilitate the conversion of the member companies from state to private ownership. It has been delegated major powers by the Polish Ministry of Ownership Transformations to plan and implement the privatization of its member companies.

The privatization of Unia's member companies is a high developmental priority for the Polish Government, and Unia, in turn, recognizes that it must develop systematic and comprehensive strategies for the successful privatization of its member companies including:

- The identification of industrial sectors which would be attractive to U.S. investors. (U.S. investment should create significant opportunities for U.S. exports since this type of investment generally involves modernization of plants and equipment.)
- The identification of factors resulting from Poland's relationship with the European community which could enhance the attractiveness of Unia's members to U.S. investors.
- The identification and analysis of investment vehicles that most closely mesh with the requirements of the Polish Foreign Investment Law, the competitive circumstances of specific Unia members, and the legal requirements and business preferences of potential U.S. investors.
- The identification and analysis of proper valuation techniques and accounting systems for its members' physical plants and other assets.
- The analysis of its own internal management structure so that it can organize its efforts in a manner best-suited to achieve its mission.

The Unia member companies face significant economic and organizational challenges as they seek to become private entities. Unia's leadership recognizes that U.S. corporations could play a crucial role in this process through various forms of direct investment including joint ventures between members of Unia and U.S. corporate partners. Such a joint venture could be the economic foundation of a particular Unia member's privatization.

Unia's existence and role in the privatization of the Polish economy have heretofore received little notice in the United States. The structure and mission of Unia may well be unique in Eastern Europe. In any event, it offers an interesting perspective on the remaking of the Polish economy.

Warsaw, December 1990

THE UNION OF EMPLOYEE OWNERSHIP

CHARTER

published by the
TEMPORARY OFFICE OF THE THE UNION OF EMPLOYEE OWNERSHIP
with the ITU Solidarity of Employees of Warsaw Ironworks
132 Kasprowicza Street, Warszawa 01949
telephone 35 81 29 telex 81 53 55

Warsaw, December 1990

Founders of the Union of Employee Ownership - Business Chamber adopted the present Charter at their meeting on the 21st of September 1990 in the Warsaw Ironworks, Warszawa, 132 Jana Kasprowicza Street.

On the 29th of November, 1990, the Regional Court for the Capital City of Warsaw, section XVI Business, performed the act of registration of the Union of Employee Ownership and ordered that the entry be made into the register of Business Chambers.

The Court has not introduced any amendments to the presented text of the Charter.

[This copy is identical with the original

04.05.1991

Executive Director of
the Union of Employee Ownership
(signature)

Arkadiusz Sliwinski, M.Eng.

CHARTER

OF

THE UNION OF EMPLOYEE OWNERSHIP

CHAMBER OF COMMERCE

Chapter I

General Considerations

Article 1

The Chamber of Commerce has the name: the Union of Employee Ownership - Chamber of Commerce; henceforth in this Charter it is referred to as the Union.

Article 2

The Union operates within the territory of the Republic of Poland and its governing bodies are based in the capital city of Warsaw.

Article 3

The Union operates on the basis of the law on Chambers of Business (Law of the 30th of May, 1989, Dz.U [Journal of Legislation] no. 35 entry 195) in full force and effect.

Article 4

The Union may establish regional branches and foreign representative offices and it may become a member in national and international organizations with similar objectives.

Article 5

The Union is operated by volunteer work contributed by its members.

Article 6

The Union uses a round seal with the following text:

THE UNION OF EMPLOYEE OWNERSHIP - CHAMBER OF COMMERCE

Article 7

The Union members may use a badge conforming to the relevant bylaws.

Chapter II

Aims and Means of Action

Article 8

The aims of the Union are:

1. To represent the social and economic interests of the Union's members, especially as they strive to achieve, organize and operate employee stockholding companies as the ideal formula of ownership;
2. To disseminate theoretical knowledge and practical know-how of free market economics, with particular emphasis on employee ownership;
3. To promote the establishment of an Investment Bank and to foster the development of the means of financing through employee ownership;
4. To promote and foster regard for the personal concerns of each individual person, in accordance with the Christian ethic and other high principles that exemplify the Polish traditions;
5. To pursue other activities contributing to the consistent and effective implementation of employee ownership into the national economy.

Article 9

The Union carries out its tasks as provided for by this Charter in the following ways:

1. Collaborating with social organizations, national and foreign business entities, communities and scientific institutions;
2. Providing its members with management, legal and other consulting services and by pursuing activities with the aim of attaining employee ownership;

3. Assembling funds to support the activities of the Union as outlined in this Charter;
4. Pursuing business for profit;
5. Inspiring legislation and presenting informed opinion concerning matters relevant to the charter objectives of the Union;
6. Pursuing research and providing training in the field of free market mechanisms, including employee stockholding;
7. Providing information, publication and promotion services to the Union members;

Chapter III

Members, their Rights and Obligations

Article 10

1. Members participate in the following categories:

- a) common
- b) supporting
- c) honorary.

2. A common member may be any legal business entity desiring to contribute to the realization of the Union's objectives.

3. A supporting member may be any legal entity or person, local or foreign, interested in the Union's activities, who declares financial support to the Union.

4. An honorary member may be any legal entity or person who has deserved special merit for activities contributing to the realization of the Union's objectives.

5. Each member of the Union is represented by only one representative.

6. A member is accepted into the Union by a Decree of the Chief Council, after submitting a declaration in writing. If membership is refused by Decree of the Chief Council, the candidate so rejected may appeal to the General Assembly within 30 days after the Decree from the Chief Council has been received. Members of the Union issue a pertinent Decree within 2 months after the appeal has been filed. The

aforesaid Decree may be voted by written ballot and does not require that a General Assembly should be convened.

7. The title of an honorary member is conferred and may be revoked by the General Assembly upon the advice of the Chief Council.

8. The Union has no governing authority and its actions must not infringe upon the sovereignty of its members, nor can they interfere with those members' internal affairs.

Article 11

Members of the Union have the following rights:

1. To vote for and be elected to the Union's government

a) supporting and honorary members can be elected to the Union's government, with the restriction that their number shall not exceed 1/3 of the members of each organ;

b) supporting and honorary members participate in the General Assembly without the right to vote.

2. To participate in all forms of activities of the Union;

3. To use consulting services and to have free access to reports issued as a result of the Union's activities;

4. To submit suggestions concerning the Union's activities;

5. To participate in those sessions of the Union's government during which matters of concern for them are considered;

6. To enjoy preferential access to financial means of the Union, on principles decided by the General Assembly.

Article 12

Members of the Union have the following obligations:

1. To abide by the decrees of the Union's Charter and Government;

2. Common members are required to pay the initial fee and to pay regularly the membership dues;

3. Supporting members are required to contribute funds as assessed.

Article 13.

1. Membership ceases because of:

- a) resignation is tendered in writing to the Chief Council, three months prior to cessation;
- b) liquidation of a legal entity or death of a member;
- c) exclusion by decree of the Chief Council.

2. A member of the Union may appeal against an exclusion decree by the Chief Council according to the procedure described in Article 10 section 6.

3. Article 13 section 1 paragraph 4 [sic! should be: c] and Article 13 section 2 do not apply to honorary members.

Chapter IV

Government of the Union

1. The Union is governed by:

- a) General Assembly
- b) Chief Council
- c) Revision Committee.

2. The Chief Council and the Revision Committee stay in office for a period of 3 years. A member of those bodies can stay in office for no more than three terms. No one may be a member of the Chief Council and of the Revision Committee at the same time.

3. If a member of government withdraws during the period of office, this branch of government has the right to coopt a new member, however the number of members thus included must not exceed 1/3 of the number of elected members.

Chapter V

The General Assembly

Article 15

1. The General Assembly is the highest authority of the Union, deciding on all matters in its competence.
2. A General Assembly may be ordinary or extraordinary.

Article 16

An ordinary General Assembly is called by the Chief Council once a year, during the second quarter. The Chief Council notifies the members of the Union as to the time, place and agenda 3 weeks in advance.

Article 17

1. An extraordinary General Assembly is called on the initiative of the Chief Council, on demand of the Revision Committee, or on request of 1/10 of the Union's members.
2. An extraordinary General Assembly must take place no later than during 6 weeks since it has been requested.

Article 18

The functions of the General Assembly include:

1. Accepting the agenda;
2. Voting longterm programs of the Union's activities;
3. Electing and revoking the Chief Council and the Revision Committee;
4. Determining the principles of the Union's financial operations, including the creation of funds and deciding on the amount of initial fee and membership dues;
5. Consideration of appeal against decrees of the Chief Council refusing membership and expelling members from the Union;
6. Consideration of reports of the Chief Council's activities, including the implementation of annual financial plans as well as approval of balance sheets;

7. Absolving the Chief Council on injunction of the Revision Committee;
8. Consideration of the reports of activities of the Revision Committee;
9. Voting changes in the Union's Charter;
10. Dissolution of the Union;
11. Acceptance of bylaws for the Union's government bodies;
12. Announcing Decrees on all matters concerning the Union's activities.

Article 19

1. The General Assembly may issue Decrees if at least 50% + 1 member are present in the first term and without regard to the number of members present in the second term, with those exceptions as set forth in Article 20.
2. Decrees of the General Assembly are taken by ordinary majority of cast ballots, with exceptions as set forth in Article 20.

Article 20

Decrees concerning changes in the Charter of the Union and its dissolution are taken by the majority of 2/3 of cast ballots, with more than 50% members of the Union present.

Chapter VI

The Chief Council

Article 21

The Chief Council is the highest authority of the Union in periods between each General Assembly.

Article 22

1. The Chief Council has 25 to 30 members chosen by the General Assembly in a secret or open ballot, the procedure for each election based on the Decree of the General Assembly.
2. The President of the Chief Council is elected by the General Assembly in a secret ballot.

The President of the Chief Council is also the chairman of Praesidium of the Chief Council.

3. The Chief Council selects from among its members a Praesidium, including two Vice Presidents and the Secretary of Praesidium of the Chief Council.

Article 23

1. The Chief Council is required to meet at least once in every quarter of a year.

2. A session of the Chief Council is called by the President or in his absence by one of the two Vice Presidents.

3. Decrees of the Chief Council are taken by the ordinary majority of votes, with at least half of its members present. If the number of votes pro and con is equal, the vote of the President prevails, or in his absence the prevailing vote is that of the Vice President in the chair.

4. Persons not belonging to the Chief Council may be invited to its sessions.

Article 24

The responsibilities of the Chief Council include:

1. Implementation of the Decrees of the General Assembly;

2. Issuing Decrees concerning admission of members to and exclusion from the Union;

3. Determining annual programs of activities of the Union;

4. Issuing Decrees concerning the establishment, suspension and dissolution of regional branches and coordinating their activities;

5. Consideration of complaints and suggestions concerning the activities of the Union;

6. Issuing Decrees concerning participation or membership by the Union of the National Business Chamber and other national and foreign organizations;

7. Calling the General Assembly and proposing its agenda;

8. Considering reports submitted by the Praesidium of the Council concerning its implementation of financial plans and accepting the balance sheet;

9. Issuing Decrees concerning all matters not reserved to the competences of other branches of government;
10. Deciding on sales and purchase of real estate;
11. Accepting funds for set purposes and schedules of expenses.

Chapter VII

Praesidium of the Chief Council

Article 25

The Praesidium consists of 5 to 9 persons elected by the Council from amongst its members.

Article 26

The responsibilities of the Praesidium include:

1. Implementation of Decrees of the General Assembly and Chief Council;
2. Development of financial schedules and submission of such documents to the Chief Council for acceptance;
3. Administration of the Union's assets;
4. Representing the Chamber to third parties;
5. Establishing and dismissing advisory bodies;
6. Submitting timely reports of activities to the Chief Council;
7. Management of current affairs of the Chamber in compliance with the programs and Decrees of the Chamber's government;
8. Developing suggestions and projects in all matters within competence of the Chief Council;
9. Hiring the Executive Director of the Union and determining the principles of remuneration of the Union's employees;
10. Determining set funds and schedules of expenses.

Chapter VIII

The Revision Committee

Article 27

1. The Revision Committee consists of 5 to 9 persons elected by the General Assembly in a secret or open ballot according to the wishes of the Assembly. The General Assembly elects the Chairman of the Revision Committee.
2. The Revision Committee elects from amongst its members the Vice Chairman and Secretary.

Article 28

The responsibilities of the Revision Committee include:

1. On-going and periodic (at least once every year) control and review of the Union's finances;
2. Submission of reports to the General Assembly concerning the finances of the Union, together with suggestions concerning the absolving of the Chief Council;
3. collaboration with Revision Committees of individual branches.

Article 29

The Revision Committee may use expert opinions. The costs thereof will be covered by the Union.

Chapter IX

Regional Branches

Article 30

The Chief Council may establish regional branches and foreign representation offices.

Article 31

A branch organization has the following governmental structure: Branch General Assembly, Branch Council,, Branch Revision Committee.

Branch governments act on the same principles as those stipulated for the Union's government.

Chapter X

Assets of the Union

Article 32

1. Assets of the Union consist of revenues from initiation fees and membership dues, gifts, bequests, endowments and other revenues of the Union.
2. Declarations wherewith the Union's assets are involved may be made on behalf of the Union by two members of the Praesidium of the Chief Council acting jointly, or by two plenipotentiaries acting jointly within the limits of their authorization.
3. If a Decree to dissolve the Union is taken, the General Assembly will indicate the liquidator and it will define to what aims the assets of the Union will be directed.

(rubber stamp)

Ministry of Ownership Transformations

STATEMENT OF VIEWPOINT

As a consequence of discussions held in Warsaw on February 8 and 13, 1991 and in Cracow at T. Sedzimir Ironworks, on February 15, 1991, the participants of those meetings have agreed upon the following:

1. The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership are establishing a work group to collaborate and exchange opinions with the Minister of Ownership Transformations concerning the most effective scenarios and techniques of privatization most likely to maximize economic effects as well as find acceptance by the employees of the firms involved, while acknowledging that privatization by prior lawful restructuring is one of the legitimate methods of privatization of large state owned enterprises.

The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership will present a pilot conception of privatization of member enterprises.

2. We wish and intend to do the following:

- a) Define and analyze curricula and recruitment strategies, as well as carry out training programs, for candidates to serve on boards of trustees of privatized enterprises;
- b) Exchange information concerning important problems related to privatization of state economy; consult and synthesize viewpoints between the Minister of Ownership Transformations on one side and the National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership on the other.
- c) Invite the Minister to participate in general meetings of the National Coalition and the Union devoted to privatization of state economy.

3. The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership designate the following members to the work group:

Wladyslaw Kielian, T. Sedzimir Ironworks

Zbigniew Lis, Gdansk Shipyard

Jacek Lipinski, the Union of Employee Ownership/Warsaw Ironworks

Jerzy Wartak, Coal Mine "Wujek"

Mieczyslaw Chocholski, "Cegielski" Mechanical Works

Wojciech Daniel, T. Sedzimir Ironworks

Experts:

Prof. Dr. Stanislaw Wlodyka
Prof. Dr. hab. Leszek Kalkowski
Dr. Andrzej Szumanski
Dr. Krzysztof Ludwiniak
Dr. Bartek Mirecki
Dr. Jan Waszkiewicz
Kazimierz Nedza, MA

The Ministry of Ownership Transformations designates the following members to the task force:

Janusz Lewandowski, Minister of Ownership Transformations
Tomasz Stankiewicz, Subsecretary of State in the Ministry of Ownership Transformations
Dariusz Sniecinski, Director of the Legal Department of the Ministry of Ownership Transformations
Hubert Kierkowski, Director of the Department of Commercialization of the Ministry of Ownership Transformations

[11 signatures]

Warsaw, 02.22.1991

Members of the Union of Employee Ownership

The List includes only those companies which have submitted complete documentation

1. Slaskie Zalady Lin i Drutu "Linodrut"
41800 Zabrze
ul. Sobieskiego 1
[Silesian Cables and Wire Factory "Rope-Wire"]
2. Orzechowskie Zaklady Przemyslu Sklejek
62322 Orzechowo
ul. Miloslawska 13 woj.poznanskie
[Plywood Factory]
3. Wielkopolskie Zaklady Przemyslu Sklejek
63400 Ostrow Wielkopolski
ul. Reymonta 35
[Plywood Factory]
4. Przedsiębiorstwo Kompleksowej Automatyzacji "MERAMONT"
62300 Wrzesnia
ul. Kosciuszki 14
[Complex Automation Enterprise "MERAMONT"]
5. Zaklady Automatyki Przemyslowej MERAZAP
63400 Ostrow Wielkopolski
ul. Krotoszyńska 35
[Industrial Automation Enterprises MERAZAP]
6. Przedsiębiorstwo Elektryfikacji i Technicznej Obsługi Rolnictwa "ELTOR" Poznan
61167 Poznan
ul. Woloska 58/70
[Electrification and Technical Services for Agriculture ELTOR]
7. Kombinat Gorniczo-Hutniczy Miedzi w Lubinie
59301 Lubin
ul. M.C.Sklowskiej 48
[Copper Mines and Foundry in Lubin]
8. Pleszewska Fabryka Aparatury Przemyslu Spozywczego "Spomasz"
63300 Pleszew
ul. Slowackiego 14
[Factory of Food Industry Equipment "Food Machines"]

9. Warszawskie Przedsiębiorstwo Budownictwa Hydrotechnicznego i Robot Fundamentowych "Hydrobudowa 1"
05100 Nowy Dwor Mazowiecki
ul. Sz. Lapowa 7
[Earth and Waterwork Enterprises "Hydroconstruction 1"]
10. Przedsiębiorstwo Morskiego Budownictwa Hydrotechnicznego "Hydrobudowa"
Gdansk 80246 Gdansk Wrzeszcz
ul. Grunwaldzka 135
[Marine Hydrological Construction Works "HYdroconstruction"]
11. Fabryka Samochodow Osobowych
03215 Warszawa
ul. Stalingradzka 50
[Car Factory]
12. Fabryka Obrabiarek Spejalnych Ponar-Wiepofama im.Powstancow Wielkopolskich
60529 Poznan
ul. Dabrowskiego 81
[Factory of Special Machine Tools "PONAR-WIEPOFAMA"]
13. Przedsiębiorstwo Transportowo-Sprzetowe "Transbud" - Poznan 600198 Poznan
ul. Walbrzyska 1
[Transport and Equipment Enterprise "Transport for Construction"]
14. Przedsiębiorstwo Produkcji Betonow Budownictwa Rolniczego "Kombet" w Komornikach k/Dzialdowa
13200 Komorniki k/Dzialdowa
[Concrete Molds for Rural Construction "Kombet"]
15. Hutnicze Przedsiębiorstwo Remontowe Zaklad Nr. 3 w Krakowie
30969 Krakow
ul. Mrozowa 9
[Repair Shops for Metal Works, Enterprise no 3 in Cracow]
16. Wlodelawskie Przedsiębiorstwo Robot Inzynieryjnych Budownictwa Przemyslowego "Hydrobudowa"
87800 Wroclawek
ul. Plocka 167
[Engineering Works for Industrial Construction "Hydroconstruction"]
17. Przedsiębiorstwo Robot Inzynieryjnych Budownictwa "Hydrobudowa" Poznan
60958 Poznan
ul. Sienkiewicza 22

[Engineering Works for Industrial Construction "Hydroconstruction"]

18. Wytwornia Urzadzen Chlodniczych "PZL Debica"

39200 Debica

ul. Metalowcow 25

[Refrigeration Equipment Factory "State Aircraft Enterprises Debica"]

19. Zaklady Aparatury Elektrycznej "EMA-ELESTER"

92313 Lodz

ul. Lodowa 88

[Electric Apparatus Factory EMA-ELESTER]

20. Zaklady Wytworcze Glosnikow "Tonsil"

62300 Wrzesnia

ul. Daszynskiego 2/3

[Loudspeakers Factory TONSIL]

21. Zaklady Przemyslu Dziwiarskiego im.P.Findera "PAFINO"

93172 Lodz

ul. Lukasinskiego

[Industrial Knitting Enterprise PAFINO]

22. Wiekopolskie Zaklady Obuwia "Polonia" w Gnieźnie

62200 Gniezno

ul. 22 Lipca 106

[Shoe Factory POLONIA]

23. Instytut Metali Niezelaznych

44100 Gliwice

ul. Sowinskiego 5

[Institute of Non-Iron Metals]

24. Przedsiębiorstwo Budownictwa Mieszkaniowego P.W. "FADOM"

44240 Zory

ul. Boczna 6

[Residential Construction Enterprise FADOM]

25. Przedsiębiorstwo Mechanizacji Automatyzacji i Elektroniki Gorniczej

"POLMAGEMAG" - Zabrzanska Fabryka Maszyn Gorniczych "POWEN"

Przedsiębiorstwo Panstwowe

41800 Zabrze

ul. Wolnosci 318

[Company for Mechanization, Automation and Electronics for the Mining Industry

POLMAGEMAG - Factory of Mining Machinery POWEN in Zabrze]

26. Bytomskie Przedsiębiorstwo Montazu Instalacji Przemysłu Węglowego
"Węglosan"

41902 Bytom

ul. Moniuszki 20

[Installations for the Coalmining Industry WEGLOSAN]

27. Fabryka Waszyn Gorniczych "Niwka"

41208 Sosnowiec

ul. Wojska Polskiego 25/27

[Mining Machinery Factory NIWKA]

28. Fabryka Łozysk Toczynych "Iskra"

25709 Kielce

ul. Mielczarskiego 45

[Ball Bearings Factory ISKRA]

29. Kopalnia Węgla Kamiennego "Jankowice"

44253 Rybnik Boguszowice

ul. Jastrzebska 12

[Coal Mine "Jankowice"]

30. Walcownia Metali "Dziedzice"

43322 Czechowice Dziedzice

ul. Hutnicza 13

[Metal Rolling Mill "Dziedzice"]

31. Huta Baildon

40952 Katowice

ul. Żelazna 9

[Iron Works Baildon]

32. Ośrodek Badań Progностycznych Spółka z o.o. (j.g.u.)

51609 Wrocław

ul. Szymanowskiego 7

[Center for Prognostic Research, Inc.; state-owned co.]

33. Sosnowieckie Przedsiębiorstwo Robot Inżynieryjnych

41200 Sosnowiec

ul. Kilńskiego 43

[Engineering Projects Enterprise]

34. Huta 1 Maja Gliwice

44100 Gliwice

ul. J. Mitregi 4

[Ironworks of the 1st of May in Gliwice]

35. Zakłady Włókien Chemicznych "Stilon"
66407 Gorzów Wielkopolski
ul. Fr. Walczaka 25
[Chemical Fibers Factory STILON]
36. Fabryka Aparatów Elektrycznych "Apena"
43300 Bielsko Biala
ul. Leszyńska 6
[Factory of Electrical Equipment APENA]
37. Przedsiębiorstwo Robot Inżynieryjnych i Hydrotechnicznych Hydrobudowa
Rzeszów
35959 Rzeszów
ul. Nad Przyrwa 3
[Engineering and Hydrological Construction Works HYDROBUDOWA]
38. Kostrzyńskie Zakłady Papiernicze w Kostrzynie
66470 Kostrzyn n.O
ul. Fabryczna 1
[Paper Mill in Kostrzyn]
39. Huta Zabrze
41800 Zabrze
ul. Bytomska 1
[Iron Works Zabrze]
40. Rzeszowskie Przedsiębiorstwo Budownictwa Przemysłowego
"RESBUD"
359959 Rzeszów
ul. Al. Lenina 32
[Enterprise of Industrial Construction RESBUD]
41. Huta "Warszawa"
01949 Warszawa,
ul. Kasprowicza 132
[Iron Works WARSZAWA]
42. Zakłady Tworzyw Sztucznych "Erg"
43150 Tychy-Bierun St.
ul. Chemików 133
[Plastics Factory ERG]
43. Przedsiębiorstwo Energomontazowe Przemysłu Węglowego
ENERGOMONTAZ
411500 Chorzów,
ul. Katowicka 47
[Energy Supply Lines and Equipment for the Coal Industry ENERGOMONTAZ]

44. Przedsiębiorstwo Robot Inżynieryjnych
43100 Tychy,
ul. Metalowa 3
[Engineering Projects Enterprise]
45. Zakłady Elektrotechniki Motoryzacyjnej Zelmot
02220 Warszawa,
ul. Lopuszanska 22
[Electric Equipment for Automobiles ZELMOT]
46. Fabryka Łozysk Tocznych
23210 Krasnik,
ul. Fabryczna 6
[Ball Bearings Factory, Krasnik]
47. Zakłady Azotowe "Pulawy" w Pulawach
24110 Pulawy,
Al. Tysiąclecia Państwa Polskiego 13
[Nitrogen Fertilizers Factory "Pulawy"]
48. Gdanska Stocznia Remontowa im. Jozefa Pilsudskiego
80958 Gdansk,
Na Ostrowiu 1
[Jozef Pilsudski Repairs Shipyard in Gdansk]
49. Huta Ostrowiec
27400 Ostrowiec Swietokrzyski,
ul. Nowotki 8
[Ostrowiec Ironworks]
50. Hutnicze Przedsiębiorstwo Remontowe
Katowice,
ul. Powstancow 34
[Ironworks Repairs Enterprise]
51. Biuro Studiow i Projektow Gorniczych w Katowicach
40950 Katowice,
Pl. Grunwaldzki 810
[Studies and Designs Bureau for the Mining Industry in Katowice]
52. Kombinat Typowych Elementow Hydrauliki Silowej "PZL Hydral" 50963
Wroclaw,
ul. Bierutowska 57/59
[Factories of Standard Hydraulic Power Equipment "State Aircraft Co. Hydral"]
53. Przedsiębiorstwo Automatyki Przemysłowej

04994 Warszawa,
ul. Poezji 19
[Industrial Automation Works]

54. Przedsiębiorstwo Produkcji Przemysłowej Budownictwa Rolniczego STOKBET
we Wrzesni
62300 Wrzesnia,
ul. Wroclawska 42
[Industrial Production for Rural Building Projects STOKBET]

55. Fabryka Samochodow w Lublinie
20952 Lublin 14,
ul. Melgiewska 7/9
[Truck Factory in Lublin]

56. Panstwowy Osrodek Maszynowy
66500 Strzelce Kraj.
ul. Wodociagowa 1
[Agricultural Machinery Rental Center]

57. Zaklad Informatyki Przemyslu Okretowego
80393 Gdansk,
ul. Krynicka 1
[Computer Center for Shipyard Industry]

58. Editions Spotkania Sp.z.o.o.Warszawa,
ul. Piwna 44
[Catholic Publishing House, Inc. "Editions ENCOUNTERS"; formerly based in Paris,
France]

59. Przedsiębiorstwo Robot Montazowych "Chemomontaz" w Pionkach
25940 Pionki,
ul. Przemyslowa 2
[Chemical Installations and Construction "Chemomontaz"]

60. Zamojskie Fabryki Mebli
22400 Zamosc,
ul. Kilinskiego 85
[Furniture Factory]

61. Slaskie Przedsiębiorstwo Konstrukcji Stalowych i Urzadzen Przemyslowych
"Mostostal"
41801 Gliwice,
ul. Robotnicza 2

[Steel Constructions and Industrial Installations Enterprise "Bridge-Steel"]

62. Gliwickie Zaklady Urzadzen Technicznych

44101 Gliwice,

ul. Robotnicza 2

[Technical Equipment Workshops]

63. Huta Malapanew

46040 Ozimek,

ul. Kolejowa 1

[Ironworks Malapanew]

64. Huta Zygmunt

41909 Bytom,

ul. Fabryczna 1

[Ironworks Zygmunt]

65. Wojewodzkie Przedsiębiorstwo Prznyslu Miesnego

Zamosc,

ul. Kilinskiego 75

[Regional Meat Industry Factory in Zamosc]

66. "Agromet-Rofama", Fabryka Maszyn Rolniczych

64610 Rogozno,

ul. Zwyciezcow Stalingradzkich 7

[Agricultural Machinery Factory "Agromet-Rofana"]

67. Koszalinckie Przedsiębiorstwo Ceramiki Budowlanej w Zlociencu

78520 Zlocieniec,

ul. Drawska 13

[Brick and Tile Factory]

68. Przedsiębiorstwo Budowy Kopaln

41902 Butom,

ul. Zeromskiego 44

69. Przedsiębiorstwo Montazu Urzadzen Gorniczych Przemyslu Węglowego

40029 Katowice,

ul. Reymonta 24

[Coal Mines Equipment Installations]

70. Huta im. M. Buczka

41200 Sosnowiec,

ul. A.Stolarskiego 1

[M. Buczek Ironworks]

71. Raciborska Fabryka Kotlow RAFAKO

47400 Raciborz,
ul. Lakowa 33
[Boiler Factory RAFAKO]

72. Hutnicze Przedsiębiorstwo Romontowe, Zakład Nr 4
41308 Dąbrowa Górnicza 8,
ul. Rodzińskiego 11
[Ironworks Repairs Enterprise, Workshop no 4]

73. Przedsiębiorstwo Projektowania i Wyposażania Zakładów
Przemysłowych "Promel"
44101 Gliwice,
ul. Kościuszki 1
[Industrial Design and Supplies Enterprise "PROMEL"]

74. Zakłady Przemysłu Odzieżowego "Dalia"
Zamość,
ul. Prosta 1
[Clothing Factory "Dalia"]

75. Hutnicze Przedsiębiorstwo Remontowe, Zakład Nr 1
Chorzów
ul. Kościuszki 6
[Ironworks Repair Enterprise, Workshop no 1]

76. Wielkopolskie Przedsiębiorstwo Robot Inżynierskich
60462 Poznań,
ul. Szarych Szeregów 23
[Regional Engineering Works Enterprise in Poznań]

77. Zakłady Elektromaszynowe "Eda"
24320 Poniatowa
ul. Fabryczna 16
[Electrical Machinery Works "EDA"]

78. Przedsiębiorstwo Państwowe. Fabryka Żelatyny w Puławach
24100 Puławy,
ul. Deblinska 18
[Gelatine Factory, State Ent. in Puławy]

79. Huta "Zawiercie" w Zawierciu
Zawiercie,
ul. Okólna 10
[Ironworks Zawiercie]

80. Myszkowskie Zakłady Metalurgiczne
42300 Myszków,

ul. Partyzantow 21
[Metal Works in Myszkow]

81. Katowickie Zaklady Wytobow Metalowych
Siemianowice Slaskie,
ul. Zeromskiego 21
[Metal Products Factory in Katowice]

82. PKP Zaklady Budownictwa Kolejowego w Poznaniu
61815 Poznan,
ul. Ratajczaka 26
[Polish State Railways; Railway Building Projects Enterprise in Poznan]

83. Zaklady Przemyslu Dziewiarskiego "Marko" w Lodzi
Lodz,
ul. Wolczanska 128
[Knitting Shops "Marko"]

84. Chorzowskie Przedsiębiorstwo Budownictwa Węglowego "Budomont"
41500 Chorzow
ul. Dzierzynskiego 7076
[Coal Mines Building Enterprise "Budomont"]

85. Biuro Studiow, Projektow i Ralizacji Inwestycji Przemyslu
Nieorganicznego "Biprokwas"
ul. Konstytucji 11,
44100 Gliwice
[Inorganic Chemical Plants - Engineering Projects, Designs and Implementation
"Bureau of Acid Projects"]

86. Lodzkie Zaklady Przemyslu Bawelnianego im. Obroncow Pokoju
ul. Tagowa 65,
90324 Lodz
[Cotton Industry Enterprises of Peace Defenders]

87. Wroclawskie Zaklady Mechanizacji Budownictwa "ZREMB"
Wroclaw
51151 Wroclaw,
ul. Kepinska 7
[Enterprise for Mechanical Building Equipment ZREMB]

88. Przedsiębiorstwo Budonictwa Przemyslowego "PULAWY"
24100 Pulawy,
ul. Slowackiego 2
[Industrial Construction Enterprise PULAWY]

89. Hutnicze Przedsiębiorstwo Remontowe Zaklad Nr 10

Warszawa,
ul. Jana Kazimierza 49
[Repair Shops for Ironworks, Workshop no 10]

90. Zaklady Urzadzen Technologicznych
77300 Czluchow,
ul. Sienkiewicza 21
[Technology Equipment Plant]

91. Wytownia Sprzetu Komunikacyjnego "PZLKALISZ"
62800 Kalisz,
ul. Czestochowska 140
[Aircraft Factory "State Aircraft Factory Kalisz"]

92. Przedsiębiorstwo Eksportu Budownictwa "PIECOEXPORT"
44100 Gliwice,
ul. Rybnicka 47
[Building Services Export Enterprise "FURNACE EXPORT"]

93. Spoldzielcze Przedsiębiorstwo Budownictwa i Remontow Hutniczych
"PRESTAL"
31444 Krakow,
ul. Ladna 46
[Cooperative Enterprise of Ironworks Building and Repairs PRESTAL]

94. Krakowskie Zaklady Przemyslu Gumowego "STOMIL"
31536 Krakow,
ul. Rzeznicza 22
[Rubber and Tire Factory "Hundred Miles"]

95. Krakowskie Przedsiębiorstwo Konstrukcji Stalowych i Urzadzen Przemyslowych
"MOSTOSTAL"
30969 Krakow, ul. Ujatek
[Steel Constructions and Industrial Installations Enterprise "Steel and Bridges"]

96. Huta im Tadeusza Sendzimira
300969 Krakow
[T. Sedzimir Steelworks]

97. Zaklady Wytworow Metalowych
42533 Slawkow,
ul. Metalowcow 10
[Metal Products Factory]

98. Stoleczne Zaklady Wytworow Konfekcyjnych "APIS"
00160 Warszawa,
ul. Nowolipki 2

[Clothing Factory APIS]

99. Centrum Wzornictwa

00952 Warszawa,

ul. Swietojerska 5/7

[Industrial Design Center]

100. Przedsiębiorstwo Przewozu Towarow PKS Nr 1

Warszawa,

ul. Radziwie 13

[Transport of Goods - State Bus Transport Ent., no 1]

(rubber stamp)

Ministry of Ownership Transformations

Warsaw, 04.04.1991

AGREEMENT

As per conclusions contained in the Statement of Viewpoint of February 22, 1991, the Parties to this Agreement are in accord that:

1. In order to foster more efficient and prompt privatization of enterprises affiliated to the Union of Employee Ownership - Chamber of Commerce, it is assumed and agreed that contacts between the Union of Employee Ownership and the Ministry of Ownership Transformations concerning significant business issues will be held on the level involving Department Directors and Vice-Ministers according to the competences of each. Diverse positions on specific issues will be subject to direct consultation with the Minister of Ownership Transformations, Mr. Janusz Lewandowski.

2. The following experts of the Union of Employee Ownership are recognized as the consulting group of the Union of Employee Ownership:

- Prof. Dr. Stanislaw Wlodyka
- Prof. Dr. Leszek Kalkowski
- Prof. Dr. Andrzej Szumanski
- Dr. Krzysztof Ludwiniak
- Dr. Andrzej B. Mirecki
- Dr. Jan Waszkiewicz
- Kazimierz Nedza, MA.

3. The following introductory list of state owned enterprises is established whose privatization will take place under the supervision and sponsorship of the Union of Employee Ownership:

- Zakłady Przemysłu Dziergiarskiego "MARKO" - Lodz [Knitting Shop "MARKO" in Lodz]
- Wopjewodzkie Przedsiębiorstwo Przemysłu Mięsnego - Zamosc [Regional Meat Processing facility in Zamosc]
- Wytwarznia Urządzeń Chłodniczych PZL - Debica [Refrigerating Equipment Factory, branch of State Aircraft Company in Debica]
- Przedsiębiorstwo Eksportu Budownictwa "PIECOEKSPORT" - Gliwice [Exporters of Construction Services "FURNACEEXPORT" in Gliwice]

- Przedsiębiorstwo Energomontazowe P.W. "ENERGOMONTAZ" - Chorzow
[Energy Installations Enetrprise "ENERGINSTAL" in Chorzow]
- Przedsiębiorstwo Robot Inzynieryjnych Budownictwa "HYDROBUDOWA" -
Poznan [Hydroengineering Works "HYDROCONSTRUCTION" in Poznan]
- Huta im. T. Sendzimir - Krakow [T. Sedzimir Ironworks in Cracow]
- Wlodelawskie Przedsiębiorstwo Robot Inzynieryjnych Budownictwa
Przemyslowego "HYDROBUDOWA" [Hydroengineering Works in Wlodelawek]
- Raciborska Fabryka Kotlow "RAFAKO" - Raciborz [Boilers Factory in Raciborz]
- Przedsiębiorstwo Montazowe "KOTLOMONTAZ" - Siemianowice Slaskie [Boilers
Construction Services "BOILERMOUNT" in Siemianowice Slaskie]

**President of
the Union of Employee Ownership**

(signature)

Jan Lipinski

**Minister of
Ownership Transformations**

(signature)

Janusz Lewandowski

VENABLE, BAETJER, HOWARD & CIVILETTI

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

BALTIMORE, MD
MCLEAN, VA
ROCKVILLE, MD
TOWSON, MD
BEL AIR, MD

SUITE 1000
1201 NEW YORK AVENUE, N.W.
WASHINGTON, D. C. 20005-3917
(202) 962-4800
FAX (202) 962-8333

RICHARD M. VENABLE (1839-1910)
EDWIN G. BAETJER (1888-1945)
CHARLES MCH. HOWARD (1870-1942)

WRITER'S DIRECT NUMBER IS

(202) 962-4857

THOMAS J. COOPER

May 8, 1991

BY MESSENGER

Mr. Richard Lawrence
Journal of Commerce
740 National Press Building
Washington, D.C. 20045

Dear Mr. Lawrence:


This letter is a follow-up to our conversation on Monday, May 6, 1991 regarding The Union of Employee Ownership ("Unia") and its president, Jacek Lipinski. This firm represents Unia and advises it on strategies for privatization and in negotiations with potential U.S. investors.

As I indicated to you on the phone, Mr. Lipinski will be in Washington later this month. I have attached a memorandum and other material which describes Unia, its role in the privatization process and its members. I think that when you review this material you will agree that Unia and the challenges that it will face as it implements its charter, offer a most interesting perspective on the remaking of the Polish economy.

I will provide you with additional information on Mr. Lipinski's schedule when it is available.

Please call me if you wish to discuss this matter in greater detail.

Very truly yours,


Thomas J. Cooper

Enclosure

THE UNION OF EMPLOYEE OWNERSHIP

The Union of Employee Ownership ("Unia") was organized by Solidarity in Warsaw on September 21, 1990 as a "Chamber of Commerce" under Polish law. Unia's membership consists of some 135 major companies in Poland operating in such industries as plywood manufacturing, copper mining and foundry operations, automobile and truck manufacturing, mining machinery manufacturing, paper milling, publishing, and steel and aircraft production. The member companies of Unia employ more than 350,000 workers. (A list of Unia's membership is attached to this memorandum.)

Unia was formed by Solidarity to facilitate the conversion of the member companies from state to private ownership. It has been delegated major powers by the Polish Ministry of Ownership Transformations to plan and implement the privatization of its member companies.

The privatization of Unia's member companies is a high developmental priority for the Polish Government, and Unia, in turn, recognizes that it must develop systematic and comprehensive strategies for the successful privatization of its member companies including:

- The identification of industrial sectors which would be attractive to U.S. investors. (U.S. investment should create significant opportunities for U.S. exports since this type of investment generally involves modernization of plants and equipment.)
- The identification of factors resulting from Poland's relationship with the European community which could enhance the attractiveness of Unia's members to U.S. investors.
- The identification and analysis of investment vehicles that most closely mesh with the requirements of the Polish Foreign Investment Law, the competitive circumstances of specific Unia members, and the legal requirements and business preferences of potential U.S. investors.
- The identification and analysis of proper valuation techniques and accounting systems for its members' physical plants and other assets.
- The analysis of its own internal management structure so that it can organize its efforts in a manner best-suited to achieve its mission.

The Unia member companies face significant economic and organizational challenges as they seek to become private entities. Unia's leadership recognizes that U.S. corporations could play a crucial role in this process through various forms of direct investment including joint ventures between members of Unia and U.S. corporate partners. Such joint ventures could be the economic foundation of a Unia member's privatization.

Unia's existence and role in the privatization of the Polish economy have heretofore received little notice in the United States. The structure and mission of Unia may well be unique in Eastern Europe. In any event, it offers an interesting perspective on the remaking of the Polish economy.

INTERNAL SECURITY
REGISTRATION UNIT

91 NOV -8 24:00

RECEIVED
DEPT. OF JUSTICE
COMM. SEC. DIVISION

Warsaw, December 1990

THE UNION OF EMPLOYEE OWNERSHIP

CHARTER

published by the
TEMPORARY OFFICE OF THE THE UNION OF EMPLOYEE OWNERSHIP
with the ITU Solidarity of Employees of Warsaw Ironworks
132 Kasprowicza Street, Warszawa 01949
telephone 35 81 29 telex 81 53 55

Warsaw, December 1990

Founders of the Union of Employee Ownership - Business Chamber adopted the present Charter at their meeting on the 21st of Septemberb 1990 in the Warsaw Ironworks, Warszawa, 132 Jana Kasprowicza Street.

On the 29th of November, 1990, the Regional Court for the Capital City of Warsaw, section XVI Business, performed the act of registration of the Union of Employee Ownership and ordered that the entry be made into the register of Business Chambers.

The Court has not introduced any amendments to the presented text of the Charter.

[This copy is identical with the original

04.05.1991

Executive Director of
the Union of Employee Ownership
(signature)

Arkadiusz Sliwinski, M.Eng.

CHARTER

OF

THE UNION OF EMPLOYEE OWNERSHIP

CHAMBER OF COMMERCE

Chapter I

General Considerations

Article 1

The Chamber of Commerce has the name: the Union of Employee Ownership - Chamber of Commerce; henceforth in this Charter it is referred to as the Union.

Article 2

The Union operates within the territory of the Republic of Poland and its governing bodies are based in the capital city of Warsaw.

Article 3

The Union operates on the basis of the law on Chambers of Business (Law of the 30th of May, 1989, Dz.U [Journal of Legislation] no. 35 entry 195) in full force and effect.

Article 4

The Union may establish regional branches and foreign representative offices and it may become a member in national and international organizations with similar objectives.

Article 5

The Union is operated by volunteer work contributed by its members.

Article 6

The Union uses a round seal with the following text:

THE UNION OF EMPLOYEE OWNERSHIP - CHAMBER OF COMMERCE

Article 7

The Union members may use a badge conforming to the relevant bylaws.

Chapter II

Aims and Means of Action

Article 8

The aims of the Union are:

1. To represent the social and economic interests of the Union's members, especially as they strive to achieve, organize and operate employee stockholding companies as the ideal formula of ownership;
2. To disseminate theoretical knowledge and practical know-how of free market economics, with particular emphasis on employee ownership;
3. To promote the establishment of an Investment Bank and to foster the development of the means of financing through employee ownership;
4. To promote and foster regard for the personal concerns of each individual person, in accordance with the Christian ethic and other high principles that exemplify the Polish traditions;
5. To pursue other activities contributing to the consistent and effective implementation of employee ownership into the national economy.

Article 9

The Union carries out its tasks as provided for by this Charter in the following ways:

1. Collaborating with social organizations, national and foreign business entities, communities and scientific institutions;
2. Providing its members with management, legal and other consulting services and by pursuing activities with the aim of attaining employee ownership;

3. Assembling funds to support the activities of the Union as outlined in this Charter;
4. Pursuing business for profit;
5. Inspiring legislation and presenting informed opinion concerning matters relevant to the charter objectives of the Union;
6. Pursuing research and providing training in the field of free market mechanisms, including employee stockholding;
7. Providing information, publication and promotion services to the Union members;

Chapter III

Members, their Rights and Obligations

Article 10

1. Members participate in the following categories:

- a) common
- b) supporting
- c) honorary.

2. A common member may be any legal business entity desiring to contribute to the realization of the Union's objectives.

3. A supporting member may be any legal entity or person, local or foreign, interested in the Union's activities, who declares financial support to the Union.

4. An honorary member may be any legal entity or person who has deserved special merit for activities contributing to the realization of the Union's objectives.

5. Each member of the Union is represented by only one representative.

6. A member is accepted into the Union by a Decree of the Chief Council, after submitting a declaration in writing. If membership is refused by Decree of the Chief Council, the candidate so rejected may appeal to the General Assembly within 30 days after the Decree from the Chief Council has been received. Members of the Union issue a pertinent Decree within 2 months after the appeal has been filed. The

aforesaid Decree may be voted by written ballot and does not require that a General Assembly should be convened.

7. The title of an honorary member is conferred and may be revoked by the General Assembly upon the advice of the Chief Council.

8. The Union has no governing authority and its actions must not infringe upon the sovereignty of its members, nor can they interfere with those members' internal affairs.

Article 11

Members of the Union have the following rights:

1. To vote for and be elected to the Union's government
 - a) supporting and honorary members can be elected to the Union's government, with the restriction that their number shall not exceed 1/3 of the members of each organ;
 - b) supporting and honorary members participate in the General Assembly without the right to vote.
2. To participate in all forms of activities of the Union;
3. To use consulting services and to have free access to reports issued as a result of the Union's activities;
4. To submit suggestions concerning the Union's activities;
5. To participate in those sessions of the Union's government during which matters of concern for them are considered;
6. To enjoy preferential access to financial means of the Union, on principles decided by the General Assembly.

Article 12

Members of the Union have the following obligations:

1. To abide by the decrees of the Union's Charter and Government;
2. Common members are required to pay the initial fee and to pay regularly the membership dues;

3. Supporting members are required to contribute funds as assessed.

Article 13.

1. Membership ceases because of:

- a) resignation is tendered in writing to the Chief Council, three months prior to cessation;
- b) liquidation of a legal entity or death of a member;
- c) exclusion by decree of the Chief Council.

2. A member of the Union may appeal against an exclusion decree by the Chief Council according to the procedure described in Article 10 section 6.

3. Article 13 section 1 paragraph 4 [sic! should be: c] and Article 13 section 2 do not apply to honorary members.

Chapter IV

Government of the Union

1. The Union is governed by:

- a) General Assembly
- b) Chief Council
- c) Revision Committee.

2. The Chief Council and the Revision Committee stay in office for a period of 3 years. A member of those bodies can stay in office for no more than three terms. No one may be a member of the Chief Council and of the Revision Committee at the same time.

3. If a member of government withdraws during the period of office, this branch of government has the right to coopt a new member, however the number of members thus included must not exceed 1/3 of the number of elected members.

Chapter V

The General Assembly

Article 15

1. The General Assembly is the highest authority of the Union, deciding on all matters in its competence.
2. A General Assembly may be ordinary or extraordinary.

Article 16

An ordinary General Assembly is called by the Chief Council once a year, during the second quarter. The Chief Council notifies the members of the Union as to the time, place and agenda 3 weeks in advance.

Article 17

1. An extraordinary General Assembly is called on the initiative of the Chief Council, on demand of the Revision Committee, or on request of 1/10 of the Union's members.
2. An extraordinary General Assembly must take place no later than during 6 weeks since it has been requested.

Article 18

The functions of the General Assembly include:

1. Accepting the agenda;
2. Voting longterm programs of the Union's activities;
3. Electing and revoking the Chief Council and the Revision Committee;
4. Determining the principles of the Union's financial operations, including the creation of funds and deciding on the amount of initial fee and membership dues;
5. Consideration of appeal against decrees of the Chief Council refusing membership and expelling members from the Union;
6. Consideration of reports of the Chief Council's activities, including the implementation of annual financial plans as well as approval of balance sheets;

7. Absolving the Chief Council on injunction of the Revision Committee;
8. Consideration of the reports of activities of the Revision Committee;
9. Voting changes in the Union's Charter;
10. Dissolution of the Union;
11. Acceptance of bylaws for the Union's government bodies;
12. Announcing Decrees on all matters concerning the Union's activities.

Article 19

1. The General Assembly may issue Decrees if at least 50% + 1 member are present in the first term and without regard to the number of members present in the second term, with those exceptions as set forth in Article 20.
2. Decrees of the General Assembly are taken by ordinary majority of cast ballots, with exceptions as set forth in Article 20.

Article 20

Decrees concerning changes in the Charter of the Union and its dissolution are taken by the majority of 2/3 of cast ballots, with more than 50% members of the Union present.

Chapter VI

The Chief Council

Article 21

The Chief Council is the highest authority of the Union in periods between each General Assembly.

Article 22

1. The Chief Council has 25 to 30 members chosen by the General Assembly in a secret or open ballot, the procedure for each election based on the Decree of the General Assembly.
2. The President of the Chief Council is elected by the General Assembly in a secret ballot.

The President of the Chief Council is also the chairman of Praesidium of the Chief Council.

3. The Chief Council selects from among its members a Praesidium, including two Vice Presidents and the Secretary of Praesidium of the Chief Council.

Article 23

1. The Chief Council is required to meet at least once in every quarter of a year.
2. A session of the Chief Council is called by the President or in his absence by one of the two Vice Presidents.
3. Decrees of the Chief Council are taken by the ordinary majority of votes, with at least half of its members present. If the number of votes pro and con is equal, the vote of the President prevails, or in his absence the prevailing vote is that of the Vice President in the chair.
4. Persons not belonging to the Chief Council may be invited to its sessions.

Article 24

The responsibilities of the Chief Council include:

1. Implementation of the Decrees of the General Assembly;
2. Issuing Decrees concerning admission of members to and exclusion from the Union;
3. Determining annual programs of activities of the Union;
4. Issuing Decrees concerning the establishment, suspension and dissolution of regional branches and coordinating their activities;
5. Consideration of complaints and suggestions concerning the activities of the Union;
6. Issuing Decrees concerning participation or membership by the Union of the National Business Chamber and other national and foreign organizations;
7. Calling the General Assembly and proposing its agenda;
8. Considering reports submitted by the Praesidium of the Council concerning its implementation of financial plans and accepting the balance sheet;

9. Issuing Decrees concerning all matters not reserved to the competences of other branches of government;

10. Deciding on sales and purchase of real estate;

11. Accepting funds for set purposes and schedules of expenses.

Chapter VII

Praesidium of the Chief Council

Article 25

The Praesidium consists of 5 to 9 persons elected by the Council from amongst its members.

Article 26

The responsibilities of the Praesidium include:

1. Implementation of Decrees of the General Assembly and Chief Council;
2. Development of financial schedules and submission of such documents to the Chief Council for acceptance;
3. Administration of the Union's assets;
4. Representing the Chamber to third parties;
5. Establishing and dismissing advisory bodies;
6. Submitting timely reports of activities to the Chief Council;
7. Management of current affairs of the Chamber in compliance with the programs and Decrees of the Chamber's government;
8. Developing suggestions and projects in all matters within competence of the Chief Council;
9. Hiring the Executive Director of the Union and determining the principles of remuneration of the Union's employees;
10. Determining set funds and schedules of expenses.

Chapter VIII

The Revision Committee

Article 27

1. The Revision Committee consists of 5 to 9 persons elected by the General Assembly in a secret or open ballot according to the wishes of the Assembly. The General Assembly elects the Chairman of the Revision Committee.
2. The Revision Committee elects from amongst its members the Vice Chairman and Secretary.

Article 28

The responsibilities of the Revision Committee include:

1. On-going and periodic (at least once every year) control and review of the Union's finances;
2. Submission of reports to the General Assembly concerning the finances of the Union, together with suggestions concerning the absolving of the Chief Council;
3. collaboration with Revision Committees of individual branches.

Article 29

The Revision Committee may use expert opinions. The costs thereof will be covered by the Union.

Chapter IX

Regional Branches

Article 30

The Chief Council may establish regional branches and foreign representation offices.

Article 31

A branch organization has the following governmental structure: Branch General Assembly, Branch Council,, Branch Revision Committee.

Branch governments act on the same principles as those stipulated for the Union's government.

Chapter X

Assets of the Union

Article 32

1. Assets of the Union consist of revenues from initiation fees and membership dues, gifts, bequests, endowments and other revenues of the Union.
2. Declarations wherewith the Union's assets are involved may be made on behalf of the Union by two members of the Praesidium of the Chief Council acting jointly, or by two plenipotentiaries acting jointly within the limits of their authorization.
3. If a Decree to dissolve the Union is taken, the General Assembly will indicate the liquidator and it will define to what aims the assets of the Union will be directed.

(rubber stamp)
Ministry of Ownership Transformations

STATEMENT OF VIEWPOINT

As a consequence of discussions held in Warsaw on February 8 and 13, 1991 and in Cracow at T. Sedzimir Ironworks, on February 15, 1991, the participants of those meetings have agreed upon the following:

1. The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership are establishing a work group to collaborate and exchange opinions with the Minister of Ownership Transformations concerning the most effective scenarios and techniques of privatization most likely to maximize economic effects as well as find acceptance by the employees of the firms involved, while acknowledging that privatization by prior lawful restructuring is one of the legitimate methods of privatization of large state owned enterprises.

The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership will present a pilot conception of privatization of member enterprises.

2. We wish and intend to do the following:

a) Define and analyze curricula and recruitment strategies, as well as carry out training programs, for candidates to serve on boards of trustees of privatized enterprises;

b) Exchange information concerning important problems related to privatization of state economy; consult and synthesize viewpoints between the Minister of Ownership Transformations on one side and the National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership on the other.

c) Invite the Minister to participate in general meetings of the National Coalition and the Union devoted to privatization of state economy.

3. The National Coalition of Enterprise Chapters of ITU "Solidarity" and the Union of Employee Ownership designate the following members to the work group:

Wladyslaw Kielian, T. Sedzimir Ironworks

Zbigniew Lis, Gdansk Shipyard

Jacek Lipinski, the Union of Employee Ownership/Warsaw Ironworks

Jerzy Wartak, Coal Mine "Wujek"

Mieczyslaw Chocholski, "Cegielski" Mechanical Works

Wojciech Daniel, T. Sedzimir Ironworks

Experts:

Prof. Dr. Stanislaw Wlodyka
Prof. Dr. hab. Leszek Kalkowski
Dr. Andzrej Szumanski
Dr. Krzysztof Ludwiniak
Dr. Bartek Mirecki
Dr. Jan Waszkiewicz
Kazimierz Nedza, MA

The Ministry of Ownership Transformations designates the following members to the task force:

Janusz Lewandowski, Minister of Ownership Transformations
Tomasz Stankiewicz, Subsecretary of State in the Ministry of Ownership Transformations
Dariusz Sniecinski, Director of the Legal Department of the Ministry of Ownership Transformations
Hubert Kierkowski, Director of the Department of Commercialization of the Ministry of Ownership Transformations

[11 signatures]

Warsaw, 02.22.1991

Members of the Union of Employee Ownership

The List includes only those companies which have submitted complete documentation

1. Slaskie Zalady Lin i Drutu "Linodrut"
41800 Zabrze
ul. Sobieskiego 1
[Silesian Cables and Wire Factory "Rope-Wire"]
2. Orzechowskie Zaklady Przemyslu Sklejek
62322 Orzechowo
ul. Miloslawska 13 woj.poznanskie
[Plywood Factory]
3. Wielkopolskie Zaklady Przemyslu Sklejek
63400 Ostrow Wielkopolski
ul. Reymonta 35
[Plywood Factory]
4. Przedsiębiorstwo Kompleksowej Automatyzacji "MERAMONT"
62300 Wrzesnia
ul. Kosciuszki 14
[Complex Automation Enterprise "MERAMONT"]
5. Zaklady Automatyki Przemyslowej MERAZAP
63400 Ostrow Wielkopolski
ul. Krotoszyńska 35
[Industrial Automation Enterprises MERAZAP]
6. Przedsiębiorstwo Elektryfikacji i Technicznej Obsługi Rolnictwa "ELTOR" Poznan
61167 Poznan
ul. Woloska 58/70
[Electrification and Technical Services for Agriculture ELTOR]
7. Kombinat Gorniczo-Hutniczy Miedzi w Lubinie
59301 Lubin
ul. M.C.Sklowskiej 48
[Copper Mines and Foundry in Lubin]
8. Pleszewska Fabryka Aparatury Przemyslu Spozywczego "Spomasz"
63300 Pleszew
ul. Slowackiego 14
[Factory of Food Industry Equipment "Food Machines"]

9. Warszawskie Przedsiębiorstwo Budownictwa Hydrotechnicznego i Robot Fundamentowych "Hydrobudowa 1"
05100 Nowy Dwor Mazowiecki
ul. Sz. Lapowa 7
[Earth and Waterwork Enterprises "Hydroconstruction 1"]
10. Przedsiębiorstwo Morskiego Budownictwa Hydrotechnicznego "Hydrobudowa"
Gdansk 80246 Gdansk Wrzeszcz
ul. Grunwaldzka 135
[Marine Hydrological Construction Works "HYdroconstruction"]
11. Fabryka Samochodow Osobowych
03215 Warszawa
ul. Stalingradzka 50
[Car Factory]
12. Fabryka Obrabiarek Spejalnych Ponar-Wiepofama im.Powstancow Wielkopolskich
60529 Poznan
ul. Dabrowskiego 81
[Factory of Special Machine Tools "PONAR-WIEPOFAMA"]
13. Przedsiębiorstwo Transportowo-Sprzetowe "Transbud" - Poznan 600198 Poznan
ul. Walbrzyska 1
[Transport and Equipment Enterprise "Transport for Construction"]
14. Przedsiębiorstwo Produkcji Betonow Budownictwa Rolniczego "Kombet" w Komornikach k/Dzialdowa
13200 Komorniki k/Dzialdowa
[Concrete Molds for Rural Construction "Kombet"]
15. Hutnicze Przedsiębiorstwo Remontowe Zaklad Nr. 3 w Krakowie
30969 Krakow
ul. Mrozowa 9
[Repair Shops for Metal Works, Enterprise no 3 in Cracow]
16. Wlodelawskie Przedsiębiorstwo Robot Inzynieryjnych Budownictwa Przemyslowego "Hydrobudowa"
87800 Wroclawek
ul. Plocka 167
[Engineering Works for Industrial Construction "Hydroconstruction"]
17. Przedsiębiorstwo Robot Inzynieryjnych Budownictwa "Hydrobudowa" Poznan
60958 Poznan
ul. Sienkiewicza 22

[Engineering Works for Industrial Construction "Hydroconstruction"]

18. Wytwornia Urzadzen Chlodniczych "PZL Debica"

39200 Debica

ul. Metalowcow 25

[Refrigeration Equipment Factory "State Aircraft Enterprises Debica"]

19. Zaklady Aparatury Elektrycznej "EMA-ELESTER"

92313 Lodz

ul. Lodowa 88

[Electric Apparatus Factory EMA-ELESTER]

20. Zaklady Wytworcze Glosnikow "Tonsil"

62300 Wrzesnia

ul. Daszynskiego 2/3

[Loudspeakers Factory TONSIL]

21. Zaklady Przemyslu Dziewiarskiego im.P.Findera "PAFINO"

93172 Lodz

ul. Lukasinskiego

[Industrial Knitting Enterprise PAFINO]

22. Wiekopolskie Zaklady Obuwia "Polonia" w Gnieźnie

62200 Gniezno

ul. 22 Lipca 106

[Shoe Factory POLONIA]

23. Instytut Metali Niezaleznych

44100 Gliwice

ul. Sowinskiego 5

[Institute of Non-Iron Metals]

24. Przedsiębiorstwo Budownictwa Mieszkaniowego P.W. "FADOM"

44240 Zory

ul. Boczna 6

[Residential Construction Enterprise FADOM]

25. Przedsiębiorstwo Mechanizacji Automatyzacji i Elektroniki Gorniczej

"POLMAGEMAG" - Zabrzanska Fabryka Maszyn Gorniczych "POWEN"

Przedsiębiorstwo Panstwowe

41800 Zabrze

ul. Wolnosci 318

[Company for Mechanization, Automation and Electronics for the Mining Industry

POLMAGEMAG - Factory of Mining Machinery POWEN in Zabrze]

26. Bytomskie Przedsiębiorstwo Montazu Instalacji Przemysłu Węglowego
"Węglosan"

41902 Bytom

ul. Moniuszki 20

[Installations for the Coalmining Industry WEGLOSAN]

27. Fabryka Waszyn Gorniczych "Niwka"

41208 Sosnowiec

ul. Wojska Polskiego 25/27

[Mining Machinery Factory NIWKA]

28. Fabryka Łozysk Toczynych "Iskra"

25709 Kielce

ul. Mielczarskiego 45

[Ball Bearings Factory ISKRA]

29. Kopalnia Węgla Kamiennego "Jankowice"

44253 Rybnik Boguszowice

ul. Jastrzebska 12

[Coal Mine "Jankowice"]

30. Walcownia Metali "Dziedzice"

43322 Czechowice Dziedzice

ul. Hutnicza 13

[Metal Rolling Mill "Dziedzice"]

31. Huta Baildon

40952 Katowice

ul. Żelazna 9

[Iron Works Baildon]

32. Ośrodek Badań Progностycznych Spółka z o.o. (j.g.u.)

51609 Wrocław

ul. Szymanowskiego 7

[Center for Prognostic Research, Inc.; state-owned co.]

33. Sosnowieckie Przedsiębiorstwo Robot Inżynieryjnych

41200 Sosnowiec

ul. Kilńskiego 43

[Engineering Projects Enterprise]

34. Huta 1 Maja Gliwice

44100 Gliwice

ul. J. Mitregi 4

[Ironworks of the 1st of May in Gliwice]

35. Zakłady Włókien Chemicznych "Stilon"
66407 Gorzów Wielkopolski
ul. Fr. Walczaka 25
[Chemical Fibers Factory STILON]

36. Fabryka Aparatów Elektrycznych "Apena"
43300 Bielsko Biala
ul. Leszyńska 6
[Factory of Electrical Equipment APENA]

37. Przedsiębiorstwo Robot Inżynierskich i Hydrotechnicznych Hydrobudowa
Rzeszów
35959 Rzeszów
ul. Nad Przyrwa 3
[Engineering and Hydrological Construction Works HYDROBUDOWA]

38. Kostrzyńskie Zakłady Papiernicze w Kostrzynie
66470 Kostrzyn n.O
ul. Fabryczna 1
[Paper Mill in Kostrzyn]

39. Huta Zabrze
41800 Zabrze
ul. Bytomska 1
[Iron Works Zabrze]

40. Rzeszowskie Przedsiębiorstwo Budownictwa Przemysłowego
"RESBUD"
359959 Rzeszów
ul. Al. Lenina 32
[Enterprise of Industrial Construction RESBUD]

41. Huta "Warszawa"
01949 Warszawa,
ul. Kasprowidza 132
[Iron Works WARSZAWA]

42. Zakłady Tworzyw Sztucznych "Erg"
43150 Tychy-Bierun St.
ul. Chemików 133
[Plastics Factory ERG]

43. Przedsiębiorstwo Energomontazowe Przemysłu Węglowego
ENERGOMONTAZ
411500 Chorzów,
ul. Katowicka 47
[Energy Supply Lines and Equipment for the Coal Industry ENERGMONTAZ]

44. Przedsiębiorstwo Robot Inżynieryjnych
43100 Tychy,
ul. Metalowa 3
[Engineering Projects Enterprise]
45. Zakłady Elektrotechniki Motoryzacyjnej Zelmot
02220 Warszawa,
ul. Lopuszanska 22
[Electric Equipment for Automobiles ZELMOT]
46. Fabryka Łozysk Tocznych
23210 Krasnik,
ul. Fabryczna 6
[Ball Bearings Factory, Krasnik]
47. Zakłady Azotowe "Pulawy" w Pulawach
24110 Pulawy,
Al. Tysiąclecia Państwa Polskiego 13
[Nitrogen Fertilizers Factory "Pulawy"]
48. Gdanska Stocznia Remontowa im. Jozefa Pilsudskiego
80958 Gdansk,
Na Ostrowiu 1
[Jozef Pilsudski Repairs Shipyard in Gdansk]
49. Huta Ostrowiec
27400 Ostrowiec Swietokrzyski,
ul. Nowotki 8
[Ostrowiec Ironworks]
50. Hutnicze Przedsiębiorstwo Remontowe
Katowice,
ul. Powstancow 34
[Ironworks Repairs Enterprise]
51. Biuro Studiow i Projektow Gorniczych w Katowicach
40950 Katowice,
Pl. Grunwaldzki 810
[Studies and Designs Bureau for the Mining Industry in Katowice]
52. Kombinat Typowych Elementow Hydrauliki Silowej "PZL Hydral" 50963
Wroclaw,
ul. Bierutowska 57/59
[Factories of Standard Hydraulic Power Equipment "State Aircraft Co. Hydral"]
53. Przedsiębiorstwo Automatyki Przemysłowej

04994 Warszawa,
ul. Poezji 19
[Industrial Automation Works]

54. Przedsiębiorstwo Produkcji Przemysłowej Budownictwa Rolniczego STOKBET
we Wrzesni
62300 Wrzesnia,
ul. Wroclawska 42
[Industrial Production for Rural Building Projects STOKBET]

55. Fabryka Samochodow w Lublinie
20952 Lublin 14,
ul. Melgiewska 7/9
[Truck Factory in Lublin]

56. Panstwowy Osrodek Maszynowy
66500 Strzelce Kraj.
ul. Wodociagowa 1
[Agricultural Machinery Rental Center]

57. Zaklad Informatyki Przemyslu Okretowego
80393 Gdansk,
ul. Krynicka 1
[Computer Center for Shipyard Industry]

58. Editions Spotkania Sp.z.o.o.Warszawa,
ul. Piwna 44
[Catholic Publishing House, Inc. "Editions ENCOUNTERS"; formerly based in Paris,
France]

59. Przedsiębiorstwo Robot Montazowych "Chemomontaz" w Pionkach
25940 Pionki,
ul. Przemyslowa 2
[Chemical Installations and Construction "Chemomontaz"]

60. Zamojskie Fabryki Mebli
22400 Zamosc,
ul. Kilinskiego 85
[Furniture Factory]

61. Slaskie Przedsiębiorstwo Konstrukcji Stalowych i Urzadzen Przemyslowych
"Mostostal"
41801 Gliwice,
ul. Robotnicza 2

[Steel Constructions and Industrial Installations Enterprise "Bridge-Steel"]

62. Gliwickie Zaklady Urzadzen Technicznych
44101 Gliwice,
ul. Robotnicza 2
[Technical Equipment Workshops]

63. Huta Malapanew
46040 Ozimek,
ul. Kolejowa 1
[Ironworks Malapanew]

64. Huta Zygmunt
41909 Bytom,
ul. Fabryczna 1
[Ironworks Zygmunt]

65. Wojewodzkie Przedsiębiorstwo Prznyslu Miesnego
Zamosc,
ul. Kilinskiego 75
[Regional Meat Industry Factory in Zamosc]

66. "Agromet-Rofama", Fabryka Maszyn Rolniczych
64610 Rogozno,
ul. Zwyciezcow Stalingradzkich 7
[Agricultural Machinery Factory "Agromet-Rofana"]

67. Koszalinckie Przedsiębiorstwo Ceramiki Budowlanej w Zlociencu
78520 Zlocieniec,
ul. Drawska 13
[Brick and Tile Factory]

68. Przedsiębiorstwo Budowy Kopaln
41902 Butom,
ul. Zeromskiego 44

69. Przedsiębiorstwo Montazu Urzadzen Gorniczych Przemyslu Węglowego
40029 Katowice,
ul. Reymonta 24
[Coal Mines Equipment Installations]

70. Huta im. M. Buczka
41200 Sosnowiec,
ul. A.Stolarskiego 1
[M. Buczek Ironworks]

71. Raciborska Fabryka Kotlow RAFAKO

47400 Raciborz,
ul. Lakowa 33
[Boiler Factory RAFAKO]

72. Hutnicze Przedsiębiorstwo Romontowe, Zakład Nr 4
41308 Dąbrowa Górnicza 8,
ul. Rodzińskiego 11
[Ironworks Repairs Enterprise, Workshop no 4]

73. Przedsiębiorstwo Projektowania i Wyposażania Zakładów
Przemysłowych "Promel"
44101 Gliwice,
ul. Kościuszki 1
[Industrial Design and Supplies Enterprise "PROMEL"]

74. Zakłady Przemysłu Odzieżowego "Dalia"
Zamość,
ul. Prosta 1
[Clothing Factory "Dalia"]

75. Hutnicze Przedsiębiorstwo Remontowe, Zakład Nr 1
Chorzów
ul. Kościuszki 6
[Ironworks Repair Enterprise, Workshop no 1]

76. Wielkopolskie Przedsiębiorstwo Robot Inżynierskich
60462 Poznań,
ul. Szarych Szeregów 23
[Regional Engineering Works Enterprise in Poznań]

77. Zakłady Elektromaszynowe "Eda"
24320 Poniatowa
ul. Fabryczna 16
[Electrical Machinery Works "EDA"]

78. Przedsiębiorstwo Państwowe. Fabryka Żelatyny w Puławach
24100 Puławy,
ul. Deblinska 18
[Gelatine Factory, State Ent. in Puławy]

79. Huta "Zawiercie" w Zawierciu
Zawiercie,
ul. Okólna 10
[Ironworks Zawiercie]

80. Myszkowskie Zakłady Metalurgiczne
42300 Myszków,

ul. Partyzantow 21
[Metal Works in Myszkow]

81. Katowickie Zaklady Wytobow Metalowych
Siemianowice Slaskie,
ul. Zeromskiego 21
[Metal Products Factory in Katowice]

82. PKP Zaklady Budownictwa Kolejowego w Poznaniu
61815 Poznan,
ul. Ratajczaka 26
[Polish State Railways; Railway Building Projects Enterprise in Poznan]

83. Zaklady Przemyslu Dziewiarskiego "Marko" w Lodzi
Lodz,
ul. Wolczanska 128
[Knitting Shops "Marko"]

84. Chorzowskie Przedsiębiorstwo Budownictwa Węglowego "Budomont"
41500 Chorzow
ul. Dzierzynskiego 7076
[Coal Mines Building Enterprise "Budomont"]

85. Biuro Studiow, Projektow i Ralizacji Inwestycji Przemyslu
Nieorganicznego "Biprokwas"
ul. Konstytucji 11,
44100 Gliwice
[Inorganic Chemical Plants - Engineering Projects, Designs and Implementation
"Bureau of Acid Projects"]

86. Lodzkie Zaklady Przemyslu Bawelnianego im. Obroncow Pokoju
ul. Tagowa 65,
90324 Lodz
[Cotton Industry Enterprises of Peace Defenders]

87. Wroclawskie Zaklady Mechanizacji Budownictwa "ZREMB"
Wroclaw
51151 Wroclaw,
ul. Kepinska 7
[Enterprise for Mechanical Building Equipment ZREMB]

88. Przedsiębiorstwo Budonictwa Przemyslowego "PULAWY"
24100 Pulawy,
ul. Slowackiego 2
[Industrial Construction Enterprise PULAWY]

89. Hutnicze Przedsiębiorstwo Remontowe Zaklad Nr 10

Warszawa,
ul. Jana Kazimierza 49
[Repair Shops for Ironworks, Workshop no 10]

90. Zakłady Urządzeń Technologicznych
77300 Człuchów,
ul. Sienkiewicza 21
[Technology Equipment Plant]

91. Wytwarznia Sprzętu Komunikacyjnego "PZLKALISZ"
62800 Kalisz,
ul. Częstochowska 140
[Aircraft Factory "State Aircraft Factory Kalisz"]

92. Przedsiębiorstwo Eksportu Budownictwa "PIECOEXPORT"
44100 Gliwice,
ul. Rybnicka 47
[Building Services Export Enterprise "FURNACE EXPORT"]

93. Spółdzielcze Przedsiębiorstwo Budownictwa i Remontów Hutniczych
"PRESTAL"
31444 Kraków,
ul. Ładna 46
[Cooperative Enterprise of Ironworks Building and Repairs PRESTAL]

94. Krakowskie Zakłady Przemysłu Gumowego "STOMIL"
31536 Kraków,
ul. Rzeźnicza 22
[Rubber and Tire Factory "Hundred Miles"]

95. Krakowskie Przedsiębiorstwo Konstrukcji Stalowych i Urządzeń Przemysłowych
"MOSTOSTAL"
30969 Kraków, ul. Ujatek
[Steel Constructions and Industrial Installations Enterprise "Steel and Bridges"]

96. Huta im. Tadeusza Sendzimir
300969 Kraków
[T. Sedzimir Steelworks]

97. Zakłady Wytwarzania Metalowych
42533 Ślasków,
ul. Metalowców 10
[Metal Products Factory]

98. Stołeczne Zakłady Wytwarzania Konfekcyjnych "APIS"
00160 Warszawa,
ul. Nowolipki 2

[Clothing Factory APIS]

99. Centrum Wzornictwa
00952 Warszawa,
ul. Swietojerska 5/7
[Industrial Design Center]

100. Przedsiębiorstwo Przewozu Towarow PKS Nr 1
Warszawa,
ul. Radziwie 13
[Transport of Goods - State Bus Transport Ent., no 1]

(rubber stamp)
Ministry of Ownership Transformations

Warsaw, 04.04.1991

AGREEMENT

As per conclusions contained in the Statement of Viewpoint of February 22, 1991, the Parties to this Agreement are in accord that:

1. In order to foster more efficient and prompt privatization of enterprises affiliated to the Union of Employee Ownership - Chamber of Commerce, it is assumed and agreed that contacts between the Union of Employee Ownership and the Ministry of Ownership Transformations concerning significant business issues will be held on the level involving Department Directors and Vice-Ministers according to the competences of each. Diverse positions on specific issues will be subject to direct consultation with the Minister of Ownership Transformations, Mr. Janusz Lewandowski.

2. The following experts of the Union of Employee Ownership are recognized as the consulting group of the Union of Employee Ownership:

- Prof. Dr. Stanislaw Wlodyka
- Prof. Dr. Leszek Kalkowski
- Prof. Dr. Andrzej Szumanski
- Dr. Krzysztof Ludwiniak
- Dr. Andrzej B. Mirecki
- Dr. Jan Waszkiewicz
- Kazimierz Nedza, MA.

3. The following introductory list of state owned enterprises is established whose privatization will take place under the supervision and sponsorship of the Union of Employee Ownership:

- Zaklady Przemyslu Dzieniarskiego "MARKO" - Lodz [Knitting Shop "MARKO" in Lodz]
- Wopjewodzkie Przedsiębiorstwo Przemyslu Miesnego - Zamosc [Regional Meat Processing facility in Zamosc]
- Wytwarznia Urzadzen Chlodniczych PZL - Debica [Refrigerating Equipment Factory, branch of State Aircraft Company in Debica]
- Przedsiębiorstwo Eksportu Budownictwa "PIECOEKSPORT" - Gliwice [Exporters of Construction Services "FURNACEEXPORT" in Gliwice]

- Przedsiębiorstwo Energomontazowe P.W. "ENERGOMONTAZ" - Chorzow
[Energy Installations Enetrprise "ENERGINSTAL" in Chorzow]
- Przedsiębiorstwo Robot Inzynieryjnych Budownictwa "HYDROBUDOWA" -
Poznan [Hydroengineering Works "HYDROCONSTRUCTION" in Poznan]
- Huta im. T. Sendzimir - Krakow [T. Sedzimir Ironworks in Cracow]
- Wlclawskie Przedsiębiorstwo Robot Inzynieryjnych Budownictwa
Przemyslowego "HYDROBUDOWA" [Hydroengineering Works in Wlclawek]
- Raciborska Fabryka Kotlow "RAFAKO" - Raciborz [Boilers Factory in Raciborz]
- Przedsiębiorstwo Montazowe "KOTLOMONTAZ" - Siemianowice Slaskie [Boilers
Construction Services "BOILERMOUNT" in Siemianowice Slaskie]

**President of
the Union of Employee Ownership**

(signature)

Jan Lipinski

**Minister of
Ownership Transformations**

(signature)

Janusz Lewandowski